FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549



FORM D

NCTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

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Prefix		Serial
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Name of Offering . check if this is an amendment and name has changed, and indicate change.)	
Filing Under (Check box(es) that apply); Rule 504 Rule 505 Rule 506 Section 4(6) ULCE ANON S.A.C.
Type of Filing: New Filing Ameridment	
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A. BASIC IDENTIFICATION DATA	NOV = 9 2004
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	10/8/3
PARADIOM ENHANCED MASTER FUND, 660	
Address of Executive Offices 650 FIFTH AVENUE, 17 H FL (Number and Street, City, State, Zip Code)	Telephone Number (Including A.ea Code)
650 FIFTH AVENUE, 1 MF FL NY, NY 18019	212-271-3388
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Cous)
(if different from Executive Offices)	
Brief Description of Business	PROCESSES
INVESTMENT PANTAMSHIP FUND OF AEDBE FUND	e PRODU
INDESTRUCT THE PERSON - LOSS OF MEDGE LOSS	
Type of Business Organization	
corporation limited-partnership, already formed other	nlease specify):
business trust limited partnership, to be formed	please specify): 1880 LIABLE MARIE A
	FNANCIAL
Month Year	
Actual or Estimated Date of Incorporation or Organization:	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	
CN for Canada, FN for other foreign jurisdiction)	<u> </u>

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et sec. or 17 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed and the second sec photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA	
2. Enter the information requested for the following:	
• Each promoter of the issuer, if the issuer has been organized within the past five years;	
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more	e of a class of equity securities of the issuer.
• Each executive officer and director of corporate issuers and of corporate general and managing partners	of partnership issuers; and
• Each general and managing partner of partnership issuers.	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Promoter Beneficial Owner Executive Officer Director Promoter Beneficial Owner Executive Officer Director Promoter Beneficial Owner Executive Officer Director Promoter Beneficial Owner Executive Officer Director Promoter Beneficial Owner Executive Officer Director Promoter Beneficial Owner Be	General and/or Managing Partner
Full Name (Last name first, if individual)	
650 FIFTH AVENUE, 17 FE, NY, NY 10019	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(e) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
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Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
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(Use blank sheet, or copy and use additional copies of this sheet, as necessi	ary)

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Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If appears to be listed is an associated person or egent of a broker or dealer registered with the SEC and/or with a statut or state, is the name of the broker or dealer. There than thir (c) persons to be listed are associated persons of such MAY to Andrea or States, is the name of the broker or dealer. There than thir (c) persons to be listed are associated persons of such MAY to Andrea or Associated Broker or Address (Number and Street, City, State, Zip Code) 7. So Third Andread Agrant Andread Agrant Andread Agrant Agran	1 Has the	issuet solo	d or does th	ne issuer ir	itend to se	ll to non-a	ccredited i	nvestors in	this offer	ina?			No
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
		_	e.
	Debt		
	Equity	>	\$
	Common Preferred	*	
	Convertible Securities (including warrants)		
	Partnership Interests Other (Specify LLC MemBen) ルアのさい.	S UNLIMITE	\$ 34,0 MILLI
	Total	\$	\$
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	60	s 34,0 milli
	Non-accredited Investors		s 0
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		·
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
		Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$ 10,000
	Accounting Fees		\$ 9 , 500
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		s 1, 630 - s 15, 800.
	Total		\$ 15,800.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS	
b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer." Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.	E	s XPENSE) ANE MONTIZEO
Salaries and fees	Payments to Officers, Directors, & Affiliates	Payments to Others
Purchase of real estate	s	s
Purchase, rental or leasing and installation of machinery and equipment		S
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify):	s	S O MAKIM
	\$ \$	S NO MAXI
Total Payments Listed (column totals added)	□ \$_	

5.

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

D. FEDERAL SIGNATURE

Issuer (Print or Type) PARAMEM ENHANCES MASTER FOR	Signature Date 11/5/04	
Name of Signer (Print or Type) P. James Howaka, In.	Title of Signer (Print or Type) **PRINTED OF COMPLIANCE**	

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No.
	See Appendix, Column 5, for state response.		

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) PARAPIGM ENHANCED ME	Signature	Mille	Date 11/5/04	
Name (Print or Type) P. JAME HACHAY J.	Title (Print or	Type)	compliand.	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1 2 3 4 5 Disqualification Type of security under State ULOE and aggregate (if yes, attach Intend to sell offering price to non-accredited Type of investor and explanation of amount purchased in State (Part C-Item 2) offered in state investors in State waiver granted) (Part C-Item 1) (Part E-Item 1) (Part B-Item 1) Number of Number of Accredited Non-Accredited State Yes No Investors Amount Investors Amount Yes No ALΑK AZAR CA CO CTDE DC FL GA HIID ILM ΙA KS KY LA ME MD MA ΜI MN MS

APPENDIX

APPENDIX

1		2 3 4							
	investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)			Disqualification under State ULO (if yes, attach explanation of waiver granted (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МО							1400		
МТ	***					-	-1-1111-1		
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
(OH)	•	•	LIMITED LO.	1	\$500/	0	0		X
ОК			MERCEN						
OR									
PA	_	_	LIMITED LA CO	1	\$250K	O	0		X
RI	_		INTENERS						
SC							***************************************		
SD									
TN									
TX									
UT									
VT									
VA									
WA									
wv									
WI									

			,	APP	ENDIX					
1		2	3		4					
	to non-a	to sell accredited is in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	· I			Disqualification under State UL (if yes, attach explanation of waiver grante (Part E-Item 1			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
WY										
PR										